

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE: PARETEUM CORPORATION  
STOCKHOLDER DERIVATIVE LITIGATION

Civil Action No.: 1:20-cv-06264-AKH

**STIPULATION AND  
ORDER APPOINTING LEAD  
COUNSEL AND RELATED  
MATTERS**

WHEREAS, on February 5, 2020, February 13, 2020, and February 18, 2020, stockholders Brad Linton, Edward Hayes, and Juanita Silveria (collectively, the “Plaintiffs”), respectively, filed verified shareholder derivative complaints in the United States District Court for the District of Delaware (the “Actions”) against defendants Robert H. Turner, Edward O’Donnell, Denis McCarthy, Laura Thomas, Victor Bozzo, Luis Jimenez-Tuñon, Robert Lippert, Yves van Sante, and Rob Mumby (the “Individual Defendants”) and Pareteum Corporation (“Pareteum” or “Nominal Defendant,” and together with Individual Defendants, the “Defendants”);

WHEREAS, on March 13, 2020, Defendants filed a motion in each of the Actions seeking to transfer the Actions to the United States District Court for the Southern District of New York (the “Southern District of New York”);

WHEREAS, on April 3, 2020, the parties filed a Stipulation and [Proposed] Order to Consolidate Related Cases and Extend Time to Respond to Defendants’ Motions to Transfer and Plaintiffs’ Complaints (D.E. 9);

WHEREAS, on April 13, 2020, the Honorable Leonard P. Stark so ordered the parties’ Stipulation and [Proposed] Order to Consolidate Related Cases and Extend Time to Respond to

Defendants' Motions to Transfer and Plaintiffs' Complaints, resulting in the consolidation of the Actions (the "Consolidated Action");

WHEREAS, on July 22, 2020, Judge Stark ordered that the Consolidated Action be transferred to the Southern District of New York;

WHEREAS, on August 7, 2020, the Consolidated Action was electronically transferred to the Southern District of New York;

WHEREAS, Plaintiffs in the Consolidated Action agree that the administration of justice would be best served by appointing Lead Counsel as set forth herein;

WHEREAS, defendants take no position on the appointment of lead counsel;

WHEREAS, it is the intent of Plaintiffs to file a consolidated complaint; and

WHEREAS, this stipulation is not a waiver of any of the parties' rights, remedies, claims, or defenses.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, and upon approval and entry by the Court shall be ORDERED, as follows:

1. The following law firm is designated Lead Counsel for Plaintiffs in the Consolidated Action:

Glancy Prongay & Murray LLP  
712 Fifth Avenue  
New York, New York 10019  
Telephone: (212) 935-7400

2. Defendants take no position on the appointment of lead counsel for Plaintiffs and reserve all rights to challenge any Plaintiff or Plaintiffs' ability to fairly and adequately represent the interests of Pareteum or its shareholders.

3. Lead Counsel shall represent Plaintiffs in the prosecution of the Consolidated Action, determine and present to the Court and opposing parties the position of Plaintiffs on all matters arising during pretrial negotiations, delegate and monitor the work performed by Plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of the Plaintiffs the initiation and conduct of discovery proceedings, have the authority to negotiate matters with Defendants' counsel, and perform such other duties as may be incidental to the proper coordination of plaintiffs' pretrial activities or authorized by further order of the Court. Defendants' counsel may rely on all agreements made with Lead Counsel, or other duly authorized representative of Lead Counsel, and such agreements shall be binding on all Plaintiffs.

4. This Stipulation and Order shall apply to each action arising out of the same transactions and occurrences and asserting derivative state law claims filed in this Court or transferred here, and Lead Counsel shall assist the Court by calling to the attention of the Court the filing or transfer of any such action, and Lead Counsel shall assure that counsel therein receive notice of this Stipulation and Order. Unless otherwise ordered, the terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder derivative actions instituted herein.

5. Defendants need not respond to any of the complaints previously filed in the Actions. The parties shall meet and confer in good faith to arrange a briefing schedule concerning the filing and service of a consolidated derivative complaint, or the designation of an operative complaint, and any responsive pleadings thereto. The parties shall propose a briefing schedule to the Court within twenty (20) days of the entry of this order.

Dated: December 21, 2020

Respectfully submitted,

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*Attorneys for the Individual Defendants*

**IT IS SO ORDERED** this \_\_22\_\_ day of \_\_\_\_December\_\_\_\_, 2020.

\_\_\_\_\_/s/\_\_\_\_\_  
Hon. Alvin K. Hellerstein, U.S.D.J.